

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

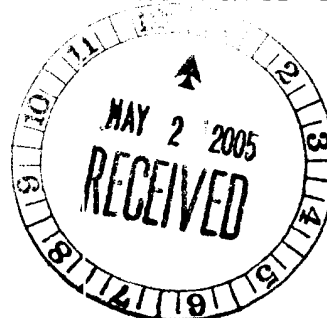
FAX 415/398-4816

April 27, 2005

RECORDATION NO. 19285-A FILED

MAY 02 '05

4-39 PM



Mr. Vernon Williams
Secretary
Surface Transportation Board SURFACE TRANSPORTATION BOARD
1925 K Street, N.W.
Washington, D.C. 20006

RE: Termination of Lease of Railroad Equipment dated as of April 15, 2005 by Helm-Pacific Leasing ("Termination").

Dear Mr. Williams:

On behalf of Helm-Pacific Leasing, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: The Kansas City Southern Railway Company
427 West 12th Street
Kansas City, MO 64105

Equipment: 20 Bulkhead Flatcars
KCS 715020-715039

Please record this Termination as a supplemental agreement to STB Recordation No. 19285 filed on March 8, 1995 at 3:00 PM. The filing fee of \$32.00 is included in our enclosed check.

Summary: Termination of Lease of Railroad Equipment dated as of April 15, 2005 by Helm-Pacific Leasing, for 20 bulkhead flatcars, KCS 715020-715039, to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 19285.

Yours truly,

A handwritten signature in cursive script, reading 'Sharon L. Van Fossan'.

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

MAY 02 '05

4-39 PM

TERMINATION OF LEASE OF RAILROAD EQUIPMENT

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of April 15, 2005 by HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of October 14, 1994 ("Lease"), with **The Kansas City Southern Railway Company**, a Missouri corporation, with respect to the twenty (20) railcars more fully described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board ("STB") of the Department of Transportation, under STB Recordation No. **19285** filed on March 8, 1995 at 3:00 PM.

The Lease was terminated as of March 31, 2003. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

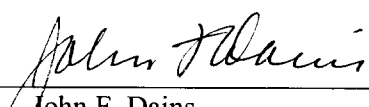
IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination to be signed in its corporate name as of the date first above written.

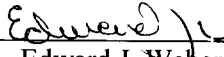
LESSOR

HELM-PACIFIC LEASING

By: **Helm Pacific Corporation,**
a General Partner

By: **Union Pacific Venture Leasing, Incorporated,**
a General Partner

By: 
Name: John F. Dains
Title: President

By: 
Name: Edward J. Weber
Title: President

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

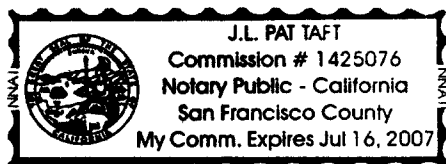
On April 15th, 2005, before me, J. L. Pat Taft, personally appeared John F. Dains, President of **HELM-PACIFIC CORPORATION**,

 X personally known to me **-OR-**

 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



J. L. Pat Taft
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

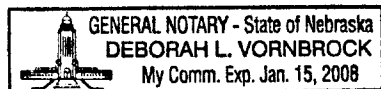
On April 21, 2005, before me, Deborah L. Vornbrock, personally appeared Edward J. Weber, President of **UNION PACIFIC VENTURE LEASING, INCORPORATED**,

 personally known to me **-OR-**

 X proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Deborah L. Vornbrock
SIGNATURE OF THE NOTARY

[Notarial Seal]

SCHEDULE A

**To the Termination of Lease
dated April 15, 2005**

Equipment Description: Twenty (20), 100-ton, bulkhead flatcars.

Unit Numbers:

KCS 715020-715039